

RECORDATION NO. 24824 FILED

FEB 24 '04 4-02 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 24, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Lease Agreement, dated as of February 18, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Lease Plan U.S.A., Inc. 1165 Sanctuary Parkway Alpharetta, Georgia 30004
Lessee:	Cargill, Incorporated 15407 McGinty Road West Wayzata, Minnesota 55391-2399

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document
is:

One 1948 EMD NW-2 locomotive numbered 21.

A short summary of the document to appear in the index is:

Memorandum of Master Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,


Robert W. Alvord *EMC*

RWA/anm
Enclosures

MEMORANDUM OF MASTER LEASE AGREEMENT

THIS MEMORANDUM OF MASTER LEASE AGREEMENT, dated as of this 18th day of February, 2004 is made by and between **Cargill, Incorporated**, a Delaware corporation, having an address of 15407 McGinty Road West, Wayzata, MN 55391-2399 (the "Lessee"), and **Lease Plan U.S.A., Inc.**, a Georgia corporation, having an address of 1165 Sanctuary Parkway, Alpharetta, Georgia 30004, as agent for certain investors (the "Lessor").

Witnesseth That:

1. Pursuant to the terms of that certain Master Lease Agreement Control Number 40175 dated as of January 14, 2002 by and between Lessor and Lessee (the "Lease Agreement"), and the related Schedule 2003-15 dated as of June 17, 2003, as amended by that certain First Amendment to Equipment Lease Schedule dated as of June 18, 2003 (including any and all riders, addenda and exhibits attached thereto, each as amended, restated or modified from time to time, the "Schedule") (collectively, the Lease Agreement and the Schedule are hereinafter referred to as, the "Lease"), the Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, one (1) 1948 EMD NW-2 locomotive, as more particularly described on Exhibit A attached hereto and made a part hereof (collectively, the "Equipment").

2. The addresses of the parties are as follows:

Lessor:

Lease Plan U.S.A., Inc.
1165 Sanctuary Parkway
Alpharetta, Georgia 30004
Attention: John M. Jage

Lessee:

Cargill, Incorporated
15407 McGinty Road West
Wayzata, MN 55391-2399
Attention: _____

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3. The terms and provisions of the Lease are more particularly set forth in the Lease and the agreements referenced above.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of February 18, 2004.

LEASE PLAN U.S.A, INC.

By: [Signature]
Name: [Signature]
Title: [Signature]

STATE OF GEORGIA
COUNTY OF DAWSON

On February 18, 2004, before me personally appeared J. N. SASE,
to me personally known, who being by me duly sworn says that he/she is a
SR. V.P. of Lease Plan U.S.A., Inc., and that he/she executed the foregoing
instrument on behalf of said corporation by authority of its board of directors, and he/she
acknowledged that the execution of the foregoing instrument was his/her free act and deed and
the free act and deed of said corporation.

[Signature]
Notary Public
My commission expires: 12/16/05

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

CARGILL, INCORPORATED

By: Susan Conzenius
Name: Susan Conzenius
Title: Treasury Consultant

STATE OF Minnesota
COUNTY OF Hennepin

On February 13, 2004, before me personally appeared SUSAN CONZENIUS,
to me personally known, who being by me duly sworn says that he/she is a
_____ of Cargill, Incorporated, and that he/she executed the foregoing
instrument on behalf of said corporation by authority of its board of directors, and he/she
acknowledged that the execution of the foregoing instrument was his/her free act and deed and
the free act and deed of said corporation.

Evelyn J. Lange
Notary Public
My commission expires:

[NOTARIAL SEAL]

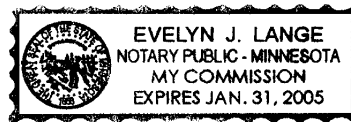


Exhibit A

Description of Equipment

One (1) – 1948 EMD NW-2 locomotive
Serial Number: 5541
Locomotive Number: 21